

MAY 81

SOFTWARE:

A LEGAL BRIEFING FOR

EDP Professionals

- How To Buy Software
- How To Sell Software
- Who Owns the Modifications



BETHESDA
CHICAGO
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American
Institute For
Professional
Education

WHAT ARE THE ELEMENTS OF
COMPUTER LAW IN THE
SOFTWARE TRANSACTION?



SOFTWARE: A LEGAL BRIEFING FOR EDP PROFESSIONALS

Bethesda, MD, June 22-23/Chicago, IL, June 29-30
Los Angeles, CA, July 13-14/Hasbrouck Heights, NJ, July 20-21

COURSE DESCRIPTION

"BARELY IN EXISTENCE 10 YEARS AGO, THE SOFTWARE INDUSTRY IS EXPLODING NOW."

Business Week, September 1, 1980

With this explosion come new challenges for the EDP Professional. And with them are a number of legal dilemmas associated with the purchase and sale of software products:

How can you adequately define and describe the software product?

Who actually owns the software product?
Today? Tomorrow?

How do the parties in a software transaction *protect* the product? With patents? Copyrights?
Are there other protections?

How can you reduce "the risk" of costly and time-consuming litigation or arbitration?

Who owns the modification to the system?

These are only some of the many serious questions that arise with the creation, distribution, and protection of software.

In this special American Institute seminar, Paul Hoffman, an expert in computer law, confronts each of these issues openly and thoroughly. Combining lecture with the use of comprehensive case studies, Mr. Hoffman steadily guides the participant through examinations of:

Methods to ensure adequate software product definition.

Methods to protect property rights.

The legal needs and objectives of both buyer and seller in the software transaction.

Techniques in the development and organization of contracts and agreements that fairly represent the interests of both buyer and vendor, *and which satisfactorily protect those interests.*

The legal remedies available to each party in case of dispute.

Mr. Hoffman has designed this seminar to help computer professionals investigate the legal fundamentals of the software transaction — and the key facets of effective and comprehensive contracts. The seminar is *not*, however, a repetitive review of legalistic minutiae and precedents. Rather, it integrates important legal concepts with case studies that illustrate the "real world" applications of these concepts — fully involving each seminar attendee in the investigation, analysis, and critique of the legal problems that surround each software transaction, and of the ways to handle these problems.

WHO SHOULD ATTEND

1. Lawyers
2. Software Executives
3. Software Buyers and Sellers
4. Systems Analysts
5. EDP Managers
6. Users
7. EDP Consultants



COURSE DIRECTOR

Paul S. Hoffman, is a practicing attorney in Croton-on-Hudson, N.Y. specializing in computer law, particularly in the area of software contracts. He is a graduate of Gettysburg College and Harvard Law School, and holds a Certificate in Data Processing from the Data Processing Management Association.

In addition, Mr. Hoffman serves as Chairman of the Section of Science and Technology of the American Bar Association. He has written and lectured extensively on computers and the law, and is Editor of *Law Office Economics and Management*.

SOFTWARE: *A Legal Briefing For EDP PROFESSIONALS*

SEMINAR OUTLINE

DAY 1

- I. **Introduction: The Software Industry Today - A Legal Overview**
- II. **A Close Look at the Software Product**
 - Legal Definitions of Software
 - Standard Software
 - Software Customization
 - Systems Software
 - Bundled Software and Hardware
 - Deliverables
 - The Service Aspect of the Software Product
 - Paying for the Software Product
- III. **Case Study #1: Defining the "Complete" Software Product**
- IV. **Legal Objectives of the Participants in the Software Transaction**
 - Objectives of the Vendor
 - Objectives of the Buyer
- V. **Case Study #2: Isolating and Stating the Objectives of the Vendor and Buyer in a Software Transaction**
- VI. **Fundamental Legal Questions Related to the Purchase and Sale of Software**
 - Source and Object
 - General
 - Copying and Modification
 - Maintenance
 - Software Protection
 - General
 - Copyright
 - Trade Secret
 - Object Code Only
 - Source Escrow Agreements
- VII. **The Software Contract - A First Look**
 - Offer Acceptance Mechanism
 - Purchase Order Problems
 - The Integration Clause
 - Warranties and the UCC
 - Warranties that should not be made

- VIII. **Case Study #3: Investigating the Strengths and Weaknesses of a "Typical" Software Contract**

DAY 2

- IX. **Introduction to Day 2 - A Review of Legal Fundamentals**
 - Maintaining Ownership in Modifications and Enhancements
 - Coding to Protect Proprietary Rights
- X. **Review of Case Study #3**
- XI. **Exercises in Software Contract Problems**
 - Ownership of Improvements
 - Disabling Code
 - Documentation Standards
 - Third Party Software, Maintenance Responsibility
- XII. **Advanced Contract Considerations**
 - Affirmative Warranties
 - Installation and Acceptance
 - Excusable Delays
 - Patent and Copyright Clauses
 - Contract Protection of Proprietary Rights
- XIII. **Some Particular Contract Situations**
 - The Bundled System
 - Third Party Software
 - Third Party Leasing and Software
 - Price Options for Future Software
 - Licenses to the Government
 - Arbitration
- XIV. **Case Study #4: Identifying the Legal Strengths and Weaknesses of the Contract (2)**
- XV. **Seminar Conclusion**



SOFTWARE: A LEGAL BRIEFING FOR EDP PROFESSIONALS

American Institute for Professional Education

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BETHESDA, MD-June 22-23, 1981

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301-897-9400

CHICAGO, IL-June 29-30, 1981

Palmer House
17 East Monroe St.
Chicago, IL 60603
312-726-7500

LOS ANGELES, CA-July 13-14, 1981

Hyatt at Los Angeles Airport
6225 West Century Blvd.
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HASBROUCK HEIGHTS, NJ-July 20-21, 1981

Sheraton Heights
650 Terrace Ave.
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REGISTRATION INFORMATION

COURSE FEES: The \$545 registration fee includes the seminar and Course Workbook.

DISCOUNT SCHEDULE: Three or more registrations made concurrently from the same firm are entitled to a 10% discount.

REGISTRATION: Attendance level is limited and sessions tend to fill up well in advance of workshop dates. To register, mail the registration form or phone 201-377-7400, 9 AM to 5 PM Eastern Time.

CANCELLATIONS: The registration fee is fully refundable up to three business days prior to the starting date of the seminar. All cancellations must be confirmed in writing. A charge of 50% to cover incurred expenses will be assessed for any cancellation after that date. Transfers and substitutions may be made at any time at no charge, providing substituted session is attended.

HOTEL ACCOMMODATIONS: Contact the hotel directly to reserve a room. A block of rooms will be held at the hotels listed above until two weeks prior to the seminar. Please identify yourself with The American Institute when making your reservation.

COURSE SCHEDULE: Classes are held from 9:00 A.M. to 5:00 P.M. each day.

GUARANTEE: All participants will benefit from this unique seminar/workshop. The American Institute for Professional

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1.5 CEU'S AWARDED: The participants who successfully complete the course are awarded 1.5 Continuing Education Units. A certificate will be awarded upon request.

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ON-SITE TRAINING SESSIONS: For further information about sponsoring this workshop for groups of 15 to 30 professionals within your organization, please contact the Director of On-Site Programs, Carnegie Press, 201-822-1084.

ABOUT THE INSTITUTE: The American Institute for Professional Education was founded in 1972. It is a non-profit organization serving the educational needs of business professionals. The American Institute strives to provide for the interdisciplinary needs of professionals in today's rapidly expanding technological fields through the creation of two and three day seminars/workshops. These seminars/workshops are offered throughout the United States, Canada and Australia. For a current listing of sessions available, call the Registrar at 201-377-7400.



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CHOICE OF SESSION

- ☐ Bethesda, June 22-23
☐ Chicago, June 29-30
☐ Los Angeles, July 13-14
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